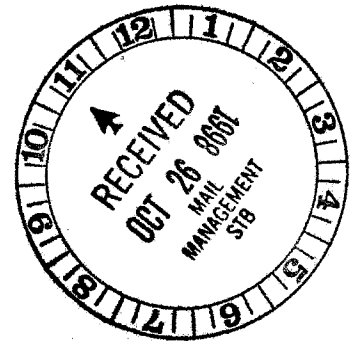




DJJ Transportation Services, Inc.  
*a subsidiary of*  
The David J. Joseph Company

October 22, 1998

REGISTRATION NO. 21735 FILED



RECEIVED  
SURFACE TRANSPORTATION  
BOARD

OCT 26 11 59 AM '98

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-001

OCT 26 '98 11-59 AM

REGISTRATION NO. 21735-A FILED  
OCT 26 '98 11-59 AM

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Locomotive Lease dated as of October 6, 1998, and an original and one copy of the Amendment to the Locomotive Lease between the following parties:

→ Lessee: Central of Tennessee Railway & Navigation Company  
10220-E Metropolitan  
Austin, TX 78758-7632

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A as set forth in the document for the Equipment involved in this transaction.

Please file the Memorandum of Lease as a primary document, and the Amendment as a secondary document. The \$52.00 fee is included in the check number 448126.

Sincerely,

THE DAVID J. JOSEPH COMPANY

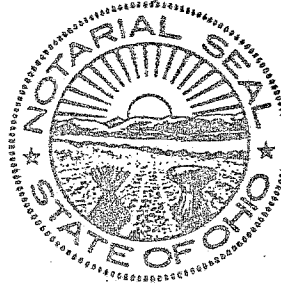
Shelley B. Bacon  
Contract Assistant

Enclosures

**CERTIFICATE**

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Shelley B. Bacon  
Notary Public



SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

MEMORANDUM OF  
LOCOMOTIVE LEASE AGREEMENT

OCT 26 '98

11-59 AM

This **MEMORANDUM OF LOCOMOTIVE LEASE** ("Memorandum of Locomotive Lease") entered into this 6<sup>th</sup> day of October, 1998, is intended to evidence the lease dated as of October 6, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **CENTRAL OF TENNESSEE RAILWAY & NAVIGATION COMPANY**, a Tennessee corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the two (2) locomotives described in Exhibit A attached hereto (the "Unit"). Lessee is renting from Lessor all the Unit at the rental and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Locomotive Lease on the date indicated below its signature.

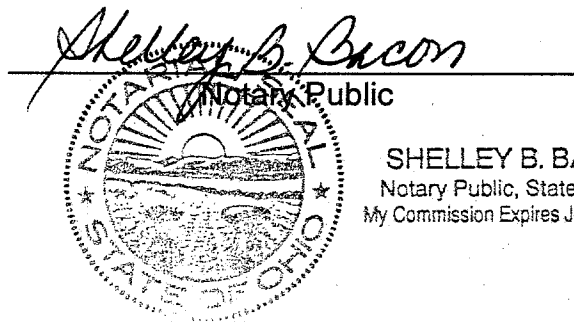
**DJJ TRANSPORTATION SERVICES, INC.****CENTRAL OF TENNESSEE RAILWAY &  
NAVIGATION COMPANY**By: Name: James H. GoetzTitle: Vice PresidentDate: October 6, 1998By: Name: Donald T. HeathmanTitle: General ManagerDate: 7 Oct 98

STATE OF OHIO                    )  
  )  
COUNTY OF HAMILTON )       SS:

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of October, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

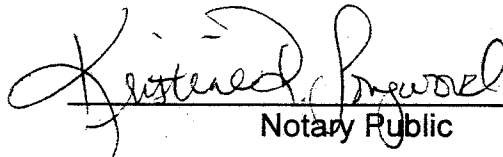
July 22, 2002



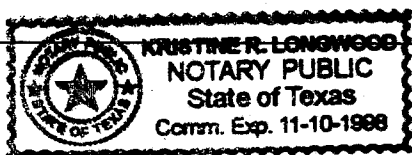
SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

STATE OF Texas                    )  
  )  
COUNTY OF Travis                )       SS:

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of October, 1998, by Donald Cheatham, the General Manager of Central Of Tennessee Railway & Navigation Company, a Tennessee corporation, on behalf of the corporation.

  
Notary Public

My Commission expires:



## **EXHIBIT A**

To the Memorandum of Locomotive Lease dated October 6, 1998, between DJJ Transportation Services, Inc. and Central of Tennessee Railway & Navigation Company.

### **DESCRIPTION OF UNITS**

One (1) EMD GP 7 locomotive and one (1) EMD SW 900 locomotive bearing the reporting marks as follows:

2001 and 0005